

# Annual Meeting Notice and Proxy Statement

November 20, 2023

To the Members of AAA Northern California, Nevada & Utah: Please be advised that the regular annual meeting of the Members of AAA Northern California, Nevada & Utah (“the Association”) will be held at 8 a.m. Pacific Time on Thursday, January 4, 2024, at the Monterey Conference Center in Monterey, Calif. If you plan to attend the annual meeting, please register at [AAA.com/registration](https://AAA.com/registration) no later than December 15, 2023. Members who do not register by this date will not be admitted to the meeting. Please bring your Membership card and photo identification for admittance.

## MEETING CONDUCT

In fairness to all Members attending and to ensure an orderly and constructive annual meeting, please observe the following procedures:

1. Do not attend the meeting if you are experiencing any symptoms of illness, including fever, cough, congestion, or shortness of breath.
2. We may be required to limit attendance at the meeting to comply with state and local laws and guidelines.
3. Recording the meeting is prohibited.
4. The Corporate Secretary and/or Presiding Officer will stop discussions that are: irrelevant to the business of the Company; in substance repetitious of statements made by other persons; personal claims or grievances, or proposals to further a personal interest.
5. Derogatory references to personalities or comments that are otherwise in bad taste will not be permitted and will be a basis for removal from the meeting.
6. If a technical malfunction or other significant problem disrupts the meeting, the Corporate Secretary and/or Presiding Officer may adjourn, recess, or expedite the meeting, or take other action that the Corporate Secretary and/or Presiding Officer determines appropriate.

Please comply with these rules, which are intended to benefit all Members in

attendance. Deliberate violation of procedures or an attempt to disrupt the meeting will be considered cause for expulsion from the meeting.

## ELECTION OF DIRECTORS

The following candidates for election to the Board of Directors have been nominated by the Nominating Committee, per the Bylaws of the Association:

**Robert Elliott**, Arizona  
**Maria Hernandez**, California  
**Don Smith**, California  
**Paula R. Collins**, California  
**Peter Calihan**, Arizona

Nominees for 2024 director elections are not more than the number of directors to be elected, therefore pursuant to Section 9 of the AAA Northern California, Nevada & Utah Bylaws, no election of directors will be held, and the nominees within this notice are deemed and declared to have been elected.

## GENERAL PROXY

The proxy form on the next page appoints the person(s) named on the form as your proxyholder(s) to vote and act for you on any other matter to be voted on at the 2024 annual meeting—or at any other meeting of the Members of the Association—during the term of the proxy. The term of the proxy will be three years, unless you indicate your wish to grant the proxy for a shorter term.

Consequently, the proxyholder(s) will have broad discretion to represent you and will vote on your behalf on a broad variety of matters, which may include election of directors of the Association, and/or proposals presented for the approval of Members. As of today, the Association is not aware of any specific proposals to be presented to Members at the 2024 annual meeting or at subsequent Member meetings.

## IMPORTANT INFORMATION

Before filling out the proxy form, please note:

- Every Member is entitled to vote, either in person or by proxy.

- You may attend and vote at any regular annual meeting or at any special meeting of the Membership, whether you have signed a proxy.
- If you now have a proxy in effect, you may substitute a proxy of a more recent date.
- You may revoke your proxy at any time by written notice.
- In the event there are more nominees than vacancies, we will continue to vote your submitted proxy unless you revoke it in accordance with procedures that will be established by the Association.
- Your proxyholder must attend the annual meeting of Members in person in order to vote.

## PROXY INSTRUCTIONS

1. Print your name, your address, and your Membership number in the spaces provided on the proxy form.
2. If you wish for anyone other than Tim Condon (Chief Executive Officer) and Clay Creasey (Chief Financial Officer) to act as your proxy(ies), print their name(s) in the space provided.
3. Sign and date the proxy form on the lines provided. If the proxy is undated, your signature authorizes the Association to insert the date of receipt.
4. Your proxy can only be exercised at the regular annual meeting if it has been signed and filed with the Secretary before the polls open for the first contested issue, if any, at the meeting.

Mail your completed proxy form to:

**Corporate Secretary**  
**AAA Northern California,**  
**Nevada & Utah**  
**P.O. Box 24502**  
**Oakland, CA 94623**

You may also fill out the form online at [proxyonline.com/AAA](https://proxyonline.com/AAA). Forms must be received by January 3, 2024.

  
Kamili Moreland, Secretary

## DIRECTOR BIOS



### **Robert Elliott**

*Member since 1974*

**OCCUPATION** Owner and President of Elliott Accounting, Mr. Elliott has served as Chair of the Board for AAA NCNU and UNS Energy Fortis. Mr. Elliott has also served as the Chair for the Boards of the NBA Retired Players Association, Tucson Airport Authority, Tucson Metropolitan Chamber of Commerce, University of Arizona Alumni Association, and Tucson Urban League. He has served as board member for the CSAA Insurance Group; AAA Auto Partners, Inc.; the University of Arizona Foundation; and the University of Arizona Eller College of Business.

#### **STATEMENT OF**

**VIEWES** At AAA, we are committed to delivering the best and most-needed services. It is a privilege to serve our Members and a responsibility we take seriously.



### **Maria Hernandez**

*Member since 1974*

#### **OCCUPATION**

President and COO of Impact4Health LLC, a healthcare consulting firm, Ms. Hernandez is considered a thought leader in advancing health equity and organizational strategies to advance wellbeing at work. A resident of Union City, Calif., she was recently inducted into the Alameda County Women's Hall of Fame for her contributions in health care. Since 2014, she has served on the board of AAA Northern California, Nevada & Utah. She has also served on the Member Value & Innovation and Governance Committees.

#### **STATEMENT OF**

**VIEWES** AAA strives to be your trusted partner for smart home security and transportation needs. As one of the most trusted brands in the nation, AAA is your provider of home security, emergency roadside service, car care, car sharing, and travel assistance. Your safety at home and on the road is our priority.



### **Don Smith**

*Member since 2012*

#### **OCCUPATION**

Retired CEO of CopperPoint Mutual, Mr. Smith spent 20 years in private industry with Continental Insurance Corporation followed by five years of service as Deputy Secretary for Compensation and Insurance in the Pennsylvania Department of Labor and Industry. He was named a *Phoenix Business Journal* Most Admired CEO in 2009. Mr. Smith previously served on the Board of AAA Arizona and currently serves on the Boards of AAA NCNU and CSAA Insurance Group.

#### **STATEMENT OF**

**VIEWES** This is a special time to be part of AAA. After decades of excellence in serving our Members, we now face a changing world, requiring us to rethink how we meet their needs. I'm thrilled to be a part of it.



### **Paula R. Collins**

*Member since 1981*

#### **OCCUPATION**

Founder and retired CEO of WDG Ventures Inc. and President of Portfolio Real Estate Consulting, real estate development and consulting firms in Northern California, Ms. Collins chairs the board of the National AAA Federation and has been a director since 1997. She is also a member of the boards of AAA NCNU, AAA Club Alliance, and the CSAA Insurance Company. She earned a BA with honors from Mount Holyoke College and an MCP degree from Massachusetts Institute of Technology. She was a founding director of Presidio Bank, a former Chair of the board of the Presidio Trust in San Francisco, and is currently on the board of the Glide Foundation in San Francisco.

#### **STATEMENT OF**

**VIEWES** AAA has emerged from the pandemic stronger than ever, with a continued resolve not only to serve our Members, but to expand our reach to younger and more diverse audiences. This intention fuels our success in innovation and collaboration with forward thinking partners across the world.



### **Peter Calihan**

*Member since 1980*

#### **OCCUPATION**

Retired President of Hughes-Calihan Corp., Mr. Calihan is also the past Chair of the Boards of Directors for AAA Arizona; AAA Auto Partners, Inc.; University of Arizona Foundation; St. Joseph's Hospital and Medical Center; PGA Tour Tournament Association; Business Product Council Association; and the Phoenix Thunderbirds. He has also served on the boards of the Catholic Diocese of Phoenix, Ariz.; Camp Fire; Arizona Town Hall; and Luke's Men.

#### **STATEMENT OF**

**VIEWES** At AAA, we are committed to providing products and services that make Members' lives more secure and fulfilling. In our more digital world, investing in innovative products will provide the highest level of service into the future.

Submit this form by mail or online at [proxyonline.com/AAA](https://proxyonline.com/AAA).



Proxy

PRINT YOUR NAME BELOW

YOUR AAA MEMBERSHIP NUMBER

LAST

FIRST

INITIAL

**Please choose option A or B:**

- Proxy Option A**—I wish to appoint Tim Condon (CEO) and Clay Creasey (CFO), and their respective successors as Chief Executive Officer and Chief Financial Officer of AAA Northern California, Nevada & Utah as my proxies to attend the annual meeting of the Members of AAA Northern California, Nevada & Utah, a California non-profit mutual benefit corporation, on Thursday, January 4, 2024, and any adjournment or postponement of that meeting.
- Proxy Option B**—I wish to appoint the person(s) named below as my prox(ies) to attend the annual meeting of the Members of AAA Northern California, Nevada & Utah, a California nonprofit mutual benefit corporation, on Thursday, January 4, 2024, and any adjournment or postponement of that meeting.

I APPOINT: \_\_\_\_\_  
NAME(S) OF PROXYHOLDER(S) ADDRESS(ES) IF KNOWN

In the event that a proxyholder is not designated, the Chief Executive Officer and Chief Financial Officer of AAA Northern California, Nevada & Utah will be deemed to be the proxyholders appointed hereby. Said proxies shall vote in their discretion on all matters which may come before such meeting(s). Each proxy shall have power of substitution and any one of them shall have the powers hereby granted.

**You may revoke this proxy at any time.** In the event there are more nominees than vacancies, we will continue to vote your submitted proxy unless you revoke it in accordance with procedures that will be established by the company. This proxy, unless revoked or replaced by substitution, shall remain in force for three years from the date hereof; but, if you wish this proxy to remain in force for only one year, check here:

**Voting on other matters and at other meetings.** I further appoint the person(s) named above my lawful proxyholder(s) to vote and act for me and in my name at all regular and special meetings of AAA Northern California, Nevada & Utah, or at any adjournment or postponement thereof, held during the term of this proxy, in transacting any business that may come before said meetings, including but not limited to the election of directors, as fully as I could do if personally present. Said proxyholder(s) shall vote at their discretion on all matters that may come before such meetings.

SIGN HERE \_\_\_\_\_  
YOUR SIGNATURE

DATE HERE        
MONTH DAY YEAR

\_\_\_\_\_  
NUMBER STREET + UNIT NUMBER CITY STATE ZIP CODE